

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Shai Y. Waisman

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**NOTICE OF DEBTORS' MOTION TO
AMEND ORDER AUTHORIZING DEBTORS TO
EMPLOY PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

PLEASE TAKE NOTICE that a hearing on the annexed motion (the "Motion") of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases (together, the "Debtors") to amend the order authorizing the Debtors to employ professionals utilized in the ordinary course of business [Docket No. 1394], all as more fully described in the Motion, will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York, 10004 (the "Bankruptcy Court"), on **March 17, 2010 at 10:00 a.m. (Prevailing Eastern Time)** (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Shai Y. Waisman, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the

Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Andy Velez-Rivera, Esq., Paul Schwartzberg, Esq., Brian Masumoto, Esq., Linda Riffkin, Esq., and Tracy Hope Davis, Esq.; and (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors appointed in these cases; so as to be so filed and received by no later than **March 5, 2010 at 4:00 p.m. (Prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: February 19, 2010
New York, New York

/s/ Shai Y. Waisman
Shai Y. Waisman

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Shai Y. Waisman

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**DEBTORS' MOTION TO AMEND
ORDER AUTHORIZING DEBTORS TO EMPLOY
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors"), file this motion and respectfully represent:

Background

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the "Commencement Date"), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules

of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Additional information regarding the Debtors’ businesses, capital structures, and the circumstances leading to the commencement of these chapter 11 cases is contained in the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, filed on September 15, 2008 [Docket No. 2].

Jurisdiction

3. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

The OCP Order

4. On November 5, 2008, this Court entered an Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business (the “OCP Order”). [Docket No. 1394].

5. Pursuant to the OCP Order, the Court approved the retention of and payment to professionals, including attorneys, accountants, brokers, appraisers, and auctioneers (the “Ordinary Course Professionals”), that incur fees and expenses of no more than \$150,000 per month and \$1,000,000 in the aggregate for the period prior to the conversion of, dismissal of, or entry of a confirmation order in these chapter 11 cases (the “Chapter 11 Period”), without further application or order of the Court. Each Ordinary Course Professional, however, is required to file with the Court: (a) an affidavit (the “Ordinary Course Professional Affidavit”) certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates

with respect to the matter on which the professional is to be employed and (b) a completed retention questionnaire (the “Retention Questionnaire”).

6. To date, the Debtors have employed and retained approximately 160 Ordinary Course Professionals in accordance with the OCP Order. As explained more fully below, the Debtors expect that they will need to retain at least 500 hundred additional Ordinary Course Professionals on a limited basis to effectively address the countless business and legal issues that arise in connection with the operation and wind-down of their businesses. In particular, as the Debtors foreclose upon hundreds of real property assets across the country, they will need to engage local attorneys and real estate brokers to appraise, foreclose, lease, and/or sell such properties. Notwithstanding the limited role played by certain of the Ordinary Course Professionals in these chapter 11 cases and the *de minimis*, often one-time fees that are payable by the Debtors for their services, all of these professionals require court approval pursuant to section 327 of the Bankruptcy Code or otherwise need to comply with the OCP Order.

7. As such, the Debtors believe it would be costly, impractical, and administratively burdensome to prepare, review, and file an individual Ordinary Course Professional Affidavit and Retention Questionnaire for each of the hundreds of Ordinary Course Professionals that will assist the Debtors in preserving the value of and monetizing these assets for maximum returns to the Debtors.

Relief Requested

8. By this Motion, the Debtors request that the OCP Order be amended such that the Debtors will be authorized, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to retain and pay any professional whose services do not result in fees and disbursements in excess of \$30,000 per month and \$150,000 in the aggregate for the Chapter 11 Period (collectively, the “De Minimis Ordinary Course Professionals”), without requiring the De

Minimis Ordinary Course Professional to file an Ordinary Course Professional Affidavit or a Retention Questionnaire.

9. A copy of the proposed amended order (the “Amended Order”) is attached hereto as Exhibit 1, and a blackline of the Amended Order showing changes from the OCP Order is attached hereto as Exhibit 2.

Basis For Relief Requested

10. Section 328(a) of the Bankruptcy Code provides, in pertinent part, that a debtor, “with the court’s approval, may employ or authorize the employment of a professional person under section 327 ... on any reasonable terms and conditions of employment...” 11 U.S.C. § 328(a). Section 330 of the Bankruptcy Code further provides, in pertinent part, that the Court may award to a professional person employed under section 327 reasonable compensation for actual, necessary services rendered, and reimbursement for actual, necessary expenses. *Id.* at § 330. Additionally, section 105(a) of the Bankruptcy Code provides that the Court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the Bankruptcy Code. *Id.* at § 105(a).

11. Additionally, retention and payment procedures similar to the procedures proposed herein have been granted by courts in this jurisdiction in other chapter 11 cases. *See, e.g., In re General Motors Corp., et al.*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. July 1, 2009); *In re Star Tribune Holdings Corporation, et al.*, Case No. 09-10244 (RDD) (Bankr. S.D.N.Y. Feb. 9, 2009).¹

12. As noted above, the Debtors require the services of De Minimis Ordinary Course Professionals to address the many business and legal issues that arise in connection with

¹ Copies of these orders (without exhibits) are attached hereto as Exhibit 3.

the Debtors' various asset classes. For example, the Debtors often need the assistance of local counsel in other jurisdictions—both domestic and international—to ensure compliance with and opine on matters of local law, serve notices, prepare documents, and appear in other courts on behalf of the Debtors. For particular investments or transactions, the Debtors may require De Minimis Ordinary Course Professionals that were engaged prior to the Commencement Date, to continue to assist with foreign, tax, corporate, or legal issues that have or may arise.

13. Of particular import, the Debtors assets include a portfolio of residential and commercial real estate loans, many of which have gone into default (the “Non-Performing Loans”). To maximize value of these assets, the Debtors anticipate that they will require hundreds of De Minimis Ordinary Course Professionals, to effectuate the prompt foreclosure, marketing, and disposition of real property securing the Non-Performing Loans (the “REO Properties”).² At any given time, there may be approximately 500 Non-Performing Loans.

14. In light of the large number of REO Properties located throughout the United States and the relatively *de minimis* value of each individual REO Property, the Debtors believe it would not be cost effective or in the best interests of these estates to individually retain or require that each Ordinary Course Professional comply with the OCP Order. Furthermore, De Minimis Ordinary Course Professionals' compliance with the OCP Order often requires the assistance of the Debtors' primary bankruptcy attorneys, and, as such has become extremely expensive and cumbersome due to the number of professionals and in comparison to their modest fees.

² Once foreclosed, the Debtors' typically dispose of the REO Properties pursuant to the procedures set forth in the Order Granting Debtor's Motion Pursuant to Sections 105, 363, and 554(a) of the Bankruptcy Code for Authority to Establish Procedures to Sell or Abandon *De Minimis* Assets (the “De Minimis Asset Order”). [Docket No. 4021]. Pursuant to the De Minimis Asset Order, the Debtors are authorized to sell assets of the estate without further order from the Court subject to certain caps set forth therein.

15. Accordingly, the Debtors believe the relief requested herein is necessary, appropriate, and in the best interest of the Debtors' estates.

Notice

16. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion in accordance with the procedures set forth in the amended order entered on February 13, 2009 governing case management and administrative procedures for these cases [Docket No. 2837] on (i) the Office of the United States Trustee for the Southern District of New York; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; and (v) the United States Attorney for the Southern District of New York. No other or further notice need be provided.

17. Other than the relief granted in the OCP Order, no previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just.

Dated: February 19, 2010
New York, New York

/s/ Shai Y. Waisman
Shai Y. Waisman

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit 1
(The Amended Order)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	:
	:
Debtors.	:
	:
-----X	

**Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)**

**AMENDED ORDER PURSUANT TO SECTIONS 105(a), 327, 328,
AND 330 OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO
EMPLOY PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion, dated February 19, 2010 (the "Motion"),¹ of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (collectively, the "Debtors"), to amend the order, entered on November 5, 2008 [Docket No. 1394], pursuant to sections 105(a), 327, 328 and 330 of chapter 11 of the title 11 of the United States Code (the "Bankruptcy Code") authorizing the Debtors to employ professionals utilized in the ordinary course of business (the "Ordinary Course Professionals"), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case

¹ Capitalized terms that are used but not defined in this Order have the meanings ascribed to them in the Motion.

management and administrative procedures [Docket No. 2837]; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary by the Debtors, the Debtors are authorized to employ, *nunc pro tunc* to September 15, 2008, the Ordinary Course Professionals listed on Exhibit C to the OCP Order in the ordinary course of their businesses in accordance with the procedures set forth herein, effective as of the date of commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that each Ordinary Course Professional shall provide the Debtors' attorneys as promptly as possible following the date on which the Ordinary Course Professional commences services for the Debtors: (a) an affidavit (the "Ordinary Course Professional Affidavit"), substantially in the form annexed as Exhibit A to the OCP Order, certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed; and (b) a completed retention questionnaire (the "Retention Questionnaire"), substantially in the form annexed to the OCP Order as Exhibit B; and it is further

ORDERED that the Debtors' attorneys shall file the Ordinary Course Professional Affidavits and Retention Questionnaires with the Court and serve a copy thereof upon the Reviewing Parties (as defined below); and it is further

ORDERED that the Debtors are authorized to supplement the list of Ordinary Course Professionals from time to time during these chapter 11 cases, as the need arises, and file a notice with the Court listing such additional Ordinary Course Professionals and attach thereto the relevant Ordinary Course Professional Affidavits and Retention Questionnaires (collectively, the “Supplemental Notice of Ordinary Course Professionals”), and serve the Supplemental Notice of Ordinary Course Professionals on the (i) U.S. Trustee, and (ii) attorneys for the official committee of unsecured creditors appointed in these chapter 11 cases (together with the Debtors, the “Reviewing Parties”); and it is further

ORDERED that the Reviewing Parties shall have 10 days after receipt of either the Ordinary Course Professional Affidavit and the Retention Questionnaire, in the case of Ordinary Course Professionals listed on Exhibit C, or the Supplemental Notice of Ordinary Course Professionals, in the case of any additional Ordinary Course Professionals, to object to the retention, employment or compensation of the Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Affidavit or the Retention Questionnaire (the “Objection Deadline”); and it is further

ORDERED that if no objections are filed by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional shall be deemed approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further order from the Court; *provided, however*, that if an objection is filed and any such objection cannot be resolved within 20 days, the matter shall be set for a hearing before the Court; and it is further

ORDERED that the Debtors are authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the

customary manner in the full amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' right to dispute any such invoices); *provided, however*, that the payments do not exceed \$150,000 per month per Ordinary Course Professional; and it is further

ORDERED that payment to any one Ordinary Course Professional shall not exceed \$1 million for the period prior to the conversion of, dismissal of, or entry of a confirmation order in these chapter 11 cases (the "Chapter 11 Period"); and it is further

ORDERED that in the event payment to any Ordinary Course Professional exceeds \$1 million during the Chapter 11 Period, such Ordinary Course Professional shall be required to file a retention application to be retained as a professional pursuant to sections 327 and 328 of the Bankruptcy Code; and it is further

ORDERED that in the event that an Ordinary Course Professional seeks more than \$150,000 per month, that professional will be required to file a fee application for the full amount of its fees and expenses for that month in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the U.S. Trustee, and any and all orders of the Court; and it is further

ORDERED that, notwithstanding the foregoing, the Debtors are authorized to retain and pay any professional whose services do not result in fees and disbursements in excess of \$30,000 per month and \$150,000 in the aggregate for the Chapter 11 Period (collectively, the "De Minimis Ordinary Course Professionals") without the need to file an Ordinary Course Professional Affidavit or a Retention Questionnaire; and it is further

ORDERED that if in any month a De Minimis Ordinary Course Professional exceeds the applicable monthly limit, such professional shall (i) complete and file an Ordinary Course Professional Affidavit and a Retention Questionnaire and/or (ii) submit a fee application, to receive further compensation in accordance with procedures set forth herein for Ordinary Course Professionals; and it is further

ORDERED that the Reviewing Parties shall have 10 days following service to object to the retention of the De Minimis Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Affidavit and Retention Questionnaire, and if no objection is filed after the tenth day, the De Minimis Ordinary Course Professional shall be retained, employed, and compensated as an Ordinary Course Professional and shall be subject to all the provisions herein regarding Ordinary Course Professionals; and it is further

ORDERED that the Debtors reserve the right to amend the monthly compensation limitations set forth in this order upon notice and hearing; and it is further

ORDERED that this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

Dated: March ___, 2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit 2
(Blackline of the Amended Order)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: **Chapter 11 Case No.**
: **08-13555 (JMP)**
: **(Jointly Administered)**
: **Debtors.**
: **LEHMAN BROTHERS HOLDINGS INC., et al.,**
: **In re**
-----X

**AMENDED ORDER PURSUANT TO SECTIONS 105(a), 327, 328,
AND 330 OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO
EMPLOY PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion, dated ~~October 13, 2008~~[February 19, 2010](#) (the “Motion”),¹ of
Lehman Brothers Holdings Inc. (~~“LBHI”~~) and its affiliated debtors in the above-referenced
chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors” ~~and, together
with their non-debtor affiliates, “Lehman”~~), [to amend the order, entered on November 5, 2008
\[Docket No. 1394\]](#), pursuant to sections 105(a), 327, 328 and 330 of chapter 11 of the title 11 of
the United States Code (the “Bankruptcy Code”) ~~for authorization~~ [authorizing the Debtors](#) to
employ professionals utilized in the ordinary course of business (the “Ordinary Course
Professionals”), all as more fully described in the Motion; and the Court having jurisdiction to
consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and
1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of
New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.);
and consideration of the Motion and the relief requested therein being a core proceeding pursuant
to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408
and 1409; and due and proper notice of the Motion having been provided in accordance with the

¹ [Capitalized terms that are used but not defined in this Order have the meanings ascribed to them in the Motion.](#)

procedures set forth in the amended order entered ~~September 22, 2008~~February 13, 2009 governing case management and administrative procedures [Docket No. ~~285~~] ~~to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided~~2837]; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary by the Debtors, the Debtors are authorized to employ, *nunc pro tunc* to September 15, 2008, the Ordinary Course Professionals listed on Exhibit C ~~hereto~~to the OCP Order in the ordinary course of their businesses in accordance with the procedures set forth herein, effective as of the date of commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that each Ordinary Course Professional shall provide the Debtors' attorneys as promptly as possible following ~~(i) the entry of an order granting this Motion, or (ii)~~ the date on which the Ordinary Course Professional commences services for the Debtors: (a) an affidavit (the "Ordinary Course Professional Affidavit"), substantially in the form annexed ~~hereto~~ as Exhibit A to the OCP Order, certifying that such Ordinary Course Professional does not

represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed; and (b) a completed retention questionnaire (the “Retention Questionnaire”), substantially in the form annexed ~~hereto~~[to the OCP Order](#) as Exhibit B; and it is further

ORDERED that the Debtors’ attorneys shall file the Ordinary Course Professional Affidavits and Retention Questionnaires with the Court and serve a copy thereof upon the Reviewing Parties (as defined below); and it is further

ORDERED that the Debtors are authorized to supplement the list of Ordinary Course Professionals from time to time during these chapter 11 cases, as the need arises, and file a notice with the Court listing such additional Ordinary Course Professionals and attach thereto the relevant Ordinary Course Professional Affidavits and Retention Questionnaires (collectively, the “Supplemental Notice of Ordinary Course Professionals”), and serve the Supplemental Notice of Ordinary Course Professionals on the (i) U.S. Trustee, and (ii) attorneys for the official committee of unsecured creditors appointed in these chapter 11 cases (together with the Debtors, the “Reviewing Parties”); and it is further

ORDERED that the Reviewing Parties shall have 10 days after receipt of either the Ordinary Course Professional Affidavit and the Retention Questionnaire, in the case of Ordinary Course Professionals listed on Exhibit C, or the Supplemental Notice of Ordinary Course Professionals, in the case of any additional Ordinary Course Professionals, to object to the retention, employment or compensation of the Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Affidavit or the Retention Questionnaire (the “Objection Deadline”); and it is further

ORDERED that if no objections are filed by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional shall be deemed approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further order from the Court; *provided, however*, that if an objection is filed and any such objection cannot be resolved within 20 days, the matter shall be set for a hearing before the Court; and it is further

ORDERED that the Debtors are authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner in the full amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' right to dispute any such invoices); *provided, however*, that the payments do not exceed \$150,000 per month per Ordinary Course Professional; and it is further

ORDERED that payment to any one Ordinary Course Professional shall not exceed \$1 million for the period prior to the conversion of, dismissal of, or entry of a confirmation order in these chapter 11 cases (the "Chapter 11 Period"); and it is further

ORDERED that in the event payment to any Ordinary Course Professional exceeds \$1 million during the Chapter 11 Period, such Ordinary Course Professional shall be required to file a retention application to be retained as a professional pursuant to sections 327 and 328 of the Bankruptcy Code; and it is further

ORDERED that in the event that an Ordinary Course Professional seeks more than \$150,000 per month, that professional will be required to file a fee application for the full amount of its fees and expenses for that month in accordance with sections 330 and 331 of the

Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the U.S. Trustee, and any and all orders of the Court; and it is further

ORDERED that, notwithstanding the foregoing, the Debtors are authorized to retain and pay any professional whose services do not result in fees and disbursements in excess of \$30,000 per month and \$150,000 in the aggregate for the Chapter 11 Period (collectively, the “De Minimis Ordinary Course Professionals”) without the need to file an Ordinary Course Professional Affidavit or a Retention Questionnaire; and it is further

ORDERED that if in any month a De Minimis Ordinary Course Professional exceeds the applicable monthly limit, such professional shall (i) complete and file an Ordinary Course Professional Affidavit and a Retention Questionnaire and/or (ii) submit a fee application, to receive further compensation in accordance with procedures set forth herein for Ordinary Course Professionals; and it is further

ORDERED that the Reviewing Parties shall have 10 days following service to object to the retention of the De Minimis Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Affidavit and Retention Questionnaire, and if no objection is filed after the tenth day, the De Minimis Ordinary Course Professional shall be retained, employed, and compensated as an Ordinary Course Professional and shall be subject to all the provisions herein regarding Ordinary Course Professionals; and it is further

ORDERED that the Debtors reserve the right to amend the monthly compensation limitations set forth in this order upon notice and hearing; and it is further

ORDERED that this Order shall not apply to any professional retained by the
Debtors pursuant to a separate order of the Court.

Dated: ~~November~~March ____, ~~2008~~2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit 3

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
GENERAL MOTORS CORP., et al.,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § § 105(a), 327, 328, AND 330
AUTHORIZING DEBTORS TO EMPLOY PROFESSIONALS
UTILIZED IN ORDINARY COURSE OF BUSINESSES**

Upon the Motion, dated June 17, 2009 (the “**Motion**”),¹ of General Motors Corporation and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 327, 328, and 330 of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the Debtors to employ professionals utilized in the ordinary course of business (the “**Ordinary Course Professionals**”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 1334; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals listed on Exhibit C hereto in the ordinary course of their businesses in accordance with the procedures set forth herein, effective as of the date of commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that each Ordinary Course Professional shall provide the Debtors' attorneys as promptly as possible following the date (i) of the entry of this Order, or (ii) on which the Ordinary Course Professional commences services for the Debtors, if later: (a) a declaration, substantially in the form annexed hereto as Exhibit A (the "**Ordinary Course Professional Declaration**"), certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed; and (b) a completed retention questionnaire substantially in the form annexed hereto as Exhibit B (the "**Retention Questionnaire**"); and it is further

ORDERED that the Debtors' attorneys shall file the Ordinary Course Professional Declarations and Retention Questionnaires with the Court and serve a copy thereof upon the Reviewing Parties; and it is further

ORDERED that the Debtors are authorized to retain additional Ordinary Course Professionals throughout these cases by having any such additional Ordinary Course Professional file an Ordinary Course Professional Declaration and Retention Questionnaire with the Court; and it is further

ORDERED that the Reviewing Parties shall have ten days after receipt of the Ordinary Course Professional Declaration and the Retention Questionnaire to object to the

retention, employment, or compensation of the Ordinary Course Professional based upon the contents of the Ordinary Course Professional Declaration or the Retention Questionnaire (the “**Objection Deadline**”); and it is further

ORDERED that if no objections are filed by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional shall be deemed approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further order from the Court; *provided, however*, that if an objection is filed and any such objection cannot be resolved within twenty days, the Debtors shall schedule the matter for a hearing before the Court; and it is further

ORDERED that the Debtors are authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner in the full undisputed amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional’s standard billing practices (without prejudice to the Debtors’ right to dispute any such invoices); *provided, however*, that such payments may not exceed \$150,000 per month per Ordinary Course Professional; and it is further

ORDERED that payment to any one Ordinary Course Professional shall not exceed \$2 million for the entire period in which these chapter 11 cases are pending, subject to further order of this Court; and it is further

ORDERED that in the event payment to any Ordinary Course Professional would exceed \$2 million for the entire period in which these chapter 11 cases are pending, such Ordinary Course Professional shall be required to file a separate retention application to be

retained as a professional pursuant to sections 327 or 328 of the Bankruptcy Code; and it is further

ORDERED that in the event that an Ordinary Course Professional seeks more than \$150,000 per month, that professional shall file a fee application for the full amount of its fees and expenses for that month, notwithstanding the receipt of the \$150,000 for such month, in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the U.S. Trustee, and any and all orders of the Court; and it is further

ORDERED that the Debtors are authorized to pay any professional whose services do not result in fees and disbursements in excess of \$20,000 per month per professional based on monthly service dates (collectively, the “**De Minimis Ordinary Course Professionals**”) without the need to (a) file a formal application and (b) file an Ordinary Course Professional Declaration; and it is further

ORDERED that the Debtors are authorized to pay the De Minimis Ordinary Course Professionals 100% of the undisputed fees and disbursements incurred upon submission of appropriate invoices which set forth in reasonable detail the nature of the services rendered and disbursements incurred; and it is further

ORDERED that if in any month a De Minimis Ordinary Course Professional exceeds the applicable monthly limit, such professional shall complete and serve an Ordinary Course Professional Declaration and a Retention Questionnaire, and submit a fee application in accordance with paragraph 8 of the Motion in order to receive further compensation; and it is further

ORDERED that the Reviewing Parties shall have ten days following service to

notify the Debtors in writing of any objections to the retention of the De Minimis Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Declaration and Retention Questionnaire, and if no objection is filed after the tenth day, the De Minimis Ordinary Course Professional shall be retained as an Ordinary Course Professional and shall be subject to all the provisions herein regarding Ordinary Course Professionals; and it is further

ORDERED that the Debtors shall provide the Statutory Committee of Unsecured Creditors with monthly reports detailing the fees paid to each Ordinary Course Professional; and it is further

ORDERED that Debtors are only authorized to pay fees to Ordinary Course Professionals for services performed directly for the Debtors' estates, and the Debtors are not authorized to pay any fees to Ordinary Course Professionals for services performed for the purchaser of all or substantially all of the Debtors' assets; and it is further

ORDERED that the Debtors reserve the right to seek with Court authorization to amend the monthly compensation limitations set forth in this Order upon notice to parties in interest; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
July 1, 2009

/s/ Robert E. Gerber
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
	:
In re:	:
	: Chapter 11 Case No.
	:
STAR TRIBUNE HOLDINGS	: 09-10244 (RDD)
CORPORATION, et al.,	:
	: (Jointly Administered)
	:
Debtors. ¹	:
-----	X

**ORDER AUTHORIZING THE DEBTORS TO
EMPLOY ORDINARY COURSE PROFESSIONALS,
NUNC PRO TUNC TO THE PETITION DATE**

Upon the motion (the “**Motion**”)² of Star Tribune Holdings Corporation (“**Star Tribune Holdings**”) and The Star Tribune Company (“**Star Tribune**” and, together with Star Tribune Holdings, the “**Debtors**”) for an order, pursuant to sections 105(a), 327(e), 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2014(a), authorizing the Debtors to employ ordinary course professionals (“**Ordinary Course Professionals**”), as more fully described in the Motion; and upon consideration of the Affidavit of David W. Montgomery filed in support of the Debtors’ first-day pleadings; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the requested relief being a core

¹ The Debtors are Star Tribune Holdings Corporation and The Star Tribune Company.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Motion.

proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and granted herein having been provided pursuant to the Case Management Order and it appearing that no other or further notice need be provided; and the relief requested in the Motion and granting herein being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion and having held a hearing with appearances of parties in interest noted in the transcript thereof (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals and De Minimis Ordinary Course Professionals, effective as of the Petition Date; and it is further

ORDERED that within 15 days of the later of the entry of this Order or the date on which the retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the Debtors’ attorneys with (a) a declaration (the “**Ordinary Course Professional Declaration**”), substantially in the form attached to the Motion as Exhibit C, certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed and (b) a completed retention questionnaire (the “**Retention**

Questionnaire”), substantially in the form attached to the Motion as Exhibit D, and shall periodically update such Ordinary Course Professional Declaration and/or Retention Questionnaire to the extent necessary to reflect new facts or circumstances relevant to their retention. The Debtors’ attorneys shall promptly file the Ordinary Course Professional Declarations and Retention Questionnaires with the Court and serve them upon the Interested Parties; and it is further

ORDERED that the Interested Parties (defined below) shall then have ten (10) business days following service and other parties in interest shall have fifteen (15) days following filing to file and serve counsel for the Debtors (with a copy to chambers) within any objection to the proposed retention stemming from the contents of the Ordinary Course Professional Declaration or Retention Questionnaire. Any such objection shall be timely filed with the Court and served upon the Ordinary Course Professional to whom the objection applies, the Debtors and the Interested Parties. If any such objection is filed and cannot be resolved and/or withdrawn within five (5) business days after service of such objection, the Court shall adjudicate the matter. If no timely objection is filed and received, or if any objection is withdrawn, the retention of the Ordinary Course Professional shall be deemed approved without the necessity of a hearing or entry of a further Order by this Court; and it is further

ORDERED that if no objection is filed and serve within such time, the Debtors are authorized and empowered (but not directed) to pay 100 percent of the fees and expenses incurred after the Petition Date by each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner upon submission of appropriate invoices setting forth in reasonable detail the

nature of the services rendered and disbursements incurred without a prior application to the Court, up to \$50,000 per month per Ordinary Course Professional, not to exceed \$600,000 in the aggregate per Ordinary Course Professional over the life of these cases (the “**Ordinary Course Professional Fee Caps**”); and it is further

ORDERED that in the event that an Ordinary Course Professional seeks more than \$50,000 in a single month or \$600,000 in the aggregate during these chapter 11 cases, that professional shall, on or before the 20th day of the month following the month for which the additional fees and disbursements are being sought, serve a monthly statement (“**Monthly Statement**”) for the additional fees and disbursements sought, by hand or overnight delivery, on (a) the Debtors, The Star Tribune Company, 425 Portland Avenue South, Minneapolis, Minnesota 55488, Attn: Randy Lebedoff, (b) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Timothy E. Graulich, (c) attorneys for the statutory committee of unsecured creditors, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Kenneth A. Rosen, Esq., Sharon L. Levine, Esq. and Alison E. Kowalski, Esq. and (d) the Office of the U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Brian Masumoto (the “**Interested Parties**”); and it is further

ORDERED that at the written request of any Interested Party, which request is actually received by the Debtors on or before the 30th day following receipt of such Monthly Statement, the Debtors shall submit a formal application to the Court to retain such professional pursuant to sections 327(e) and 328(a) of

the Bankruptcy Code and Bankruptcy Rule 2014(a) and such professional's fees and expenses shall be subject to review pursuant to the Court's Order Establishing Procedures for Monthly Compensation and Reimbursement of Professionals, absent further order of the Court; and it is further

ORDERED that the Debtors shall pay no Ordinary Course Professional any amounts for invoiced fees and expense reimbursement until the Ordinary Course Professional Declaration and Retention Questionnaire have been filed with the Court and the objection deadline has passed; and it is further

ORDERED that the Debtors' right to dispute any invoices and the professionals' rights and duties under applicable law, disciplinary rules and ethical guidelines shall not be affected or prejudiced in any manner by the relief granted in this Order; and it is further

ORDERED that the Debtors may supplement the list of Ordinary Course Professionals listed on Exhibit A from time to time as necessary by filing supplemental lists with the Court and serving such lists upon the Interested Parties. If no objections are filed to the supplemental lists within ten (10) business days after service thereof, then the retention of the Ordinary Course Professionals listed thereon shall file the Ordinary Course Professional Declaration and the Retention Questionnaire. Retention of a professional on the supplemental list of Ordinary Course Professionals shall be deemed effective as of the date that the professional commences services to the Debtors; and it is further

ORDERED that, notwithstanding the foregoing, the Debtors are authorized to employ, in the ordinary course of business, certain Ordinary Course

Professionals (the “**De Minimis Ordinary Course Professionals**”), incurring fees and disbursements of up to \$10,000 per month per De Minimis Ordinary Course Professional, not to exceed \$120,000 in the aggregate per De Minimis Ordinary Course Professional over the life of these cases (the “**De Minimis Ordinary Course Professional Fee Caps**”), without a prior application to the Court and without the need to file an Ordinary Course Professional Declaration or Retention Questionnaire. A De Minimis Ordinary Course Professional shall be paid, subject to the De Minimis Ordinary Course Professional Fee Caps, 100 percent of the fees and disbursements incurred upon submission of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred (and certifying that such professional does not represent or hold any interest adverse to the Debtors or their estates with respect to which the professional is to be employed and has not shared or agreed to share any portion of the compensation to be received from the Debtors with any person other than partners and associates of the firm), but not before 10 days from the entry of a final Order granting this Motion, in accordance with Bankruptcy Rule 6004. If in any month a De Minimis Ordinary Course Professional exceeds either of the De Minimis Ordinary Course Professional Fee Caps, such professional will be required to complete and serve an Ordinary Course Professional Declaration and Retention Questionnaire in accordance with the procedures described above, to receive further compensation that shall otherwise be subject to the provisions of this Order pertaining to Ordinary Course Professionals; and it is further

ORDERED that no De Minimis Ordinary Course Professional who has exceeded either of the De Minimis Ordinary Course Professional Fee Caps shall

be paid any amounts in excess of either of the De Minimis Ordinary Course Professional Fee Caps for invoiced fees and expense reimbursement until the Ordinary Course Professional Declaration and Retention Questionnaire have been filed with the Court and the objection deadline has passed; and it is further

ORDERED that other than Ordinary Course Professionals, all attorneys employed by the Debtors during these chapter 11 cases shall be retained by the Debtors pursuant to separate retention applications, and such professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and other orders of this Court; and it is further

ORDERED that this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court; and it is further

ORDERED that the notice procedures set forth in the Motion are good and sufficient notice and satisfy Bankruptcy Rule 9014 by providing the counterparties with a notice and an opportunity to object and be heard at a hearing.

Dated: New York, New York
February 9, 2009

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE